

NOTICE OF CLAIMS PURCHASE AGREEMENT

METALCOAT INC. OF FLORIDA, a(n) _____ (State of Incorporation) Corporation, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto Archon Bay Capital LLC, a Delaware limited liability partnership, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of \$1,158.47 (proof of claim amount, defined as the "Claim") against W.R. GRACE CO (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, District of Delaware, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case Number 01-01140 (defined as the "Proceedings").

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 21ST day of JANUARY, 2011.

WITNESSES

Sandra R. Wood
(Signature)

TERESA R. C. WOOD SECRETARY
(Print Name and Title of Witness)

METALCOAT INC. OF FL.
(Company Name)

Bruce W. Hall
(Signature of Corporate Officer)

BRUCE W. HALL - VP
(Print Name and Title of Corporate Officer)

WITNESS

(Signature)

(Signature of Fund Representative)

Exhibit "A"